

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

J. DEAL PARTNERSHIP I, L.P., NOSTER
CAPITAL MASTER FUND, AND
AQUAMARINE MASTER FUND LP, on behalf
of themselves and all other similarly situated
unitholders of TEEKAY OFFSHORE
PARTNERS L.P.,

Plaintiffs,

v.

TEEKAY OFFSHORE PARTNERS L.P.,
TEEKAY OFFSHORE GP L.L.C., WILLIAM
UTT, IAN CRAIG, KENNETH HVID, CRAIG
LAURIE, DAVID LEMMON, JIM REID,
DENIS TURCOTTE, GREG MORRISON, BILL
TRANSIER, BROOKFIELD ASSET
MANAGEMENT, INC., BROOKFIELD
BUSINESS PARTNERS, L.P.,

Defendants.

No. 1:19-cv-06483-RA

**JOINT STIPULATION AND
[PROPOSED] ORDER FOR
CONSOLIDATION,
APPOINTMENT OF LEAD
PLAINTIFFS, AND SELECTION
OF LEAD PLAINTIFFS'
COUNSEL AS LEAD COUNSEL**

STEVEN A. MONOSSON and MARK
WHITING, on Behalf of Themselves and
Similarly Situated Unitholders of TEEKAY
OFFSHORE PARTNERS L.P.,

Plaintiffs,

v.

TEEKAY OFFSHORE PARTNERS L.P.,
TEEKAY OFFSHORE GP L.L.C.,
BROOKFIELD ASSET MANAGEMENT, INC.,
BROOKFIELD BUSINESS PARTNERS, L.P.,
WILLIAM UTT, IAN CRAIG, KENNETH
HVID, CRAIG LAURIE, DAVID LEMMON,
JIM REID, DENIS TURCOTTE, GREG
MORRISON, WILLIAM TRANSIER, WALTER
WEATHERS, INGVILD SAETHER, JAN
RUNE STEINSLAND, and CYRUS MADON,

Defendants.

No. 1:19-cv-07522-RA

WHEREAS, Plaintiffs J. Deal Partnership I, L.P., Noster Capital Master Fund, Aquamarine Master Fund LP, Steven A. Monosson, and Mark Whiting (collectively, “Plaintiffs”) and Defendants Teekay Offshore Partners L.P., Teekay Offshore GP L.L.C., Brookfield Asset Management, Inc., Brookfield Business Partners, L.P., William Utt, Ian Craig, Craig Laurie, David Lemmon, Jim Reid, Denis Turcotte, Cyrus Madon, William (“Bill”) Transier, and Walter Weathers (collectively, “Defendants”),¹ by and through their respective counsel, for good cause, hereby stipulate as follows:

WHEREAS, on July 12, 2019, Plaintiffs J. Deal Partnership I, L.P., Noster Capital Master Fund, and Aquamarine Master Fund LP commenced their above-captioned class action, *J. Deal Partnership I, L.P. v. Teekay Offshore Partners L.P.*, No. 1:19-cv-06483-RA (the “J. Deal Partnership Action”);

WHEREAS, on August 12, 2019, Plaintiffs Steven Monosson and Mark Whiting commenced their above-captioned class action, *Monosson v. Teekay Offshore Partners L.P.*, No. 1:19-cv-07522-RA (the “Monosson Action” and together with the J. Deal Partnership Action, the “Actions”);

WHEREAS, on September 5, 2019, this Court accepted the Monosson Action as related to the J. Deal Partnership Action;

¹ Plaintiffs are in the process of locating and effecting service on Kenneth Hvid and Greg Morrison, who both reside outside of the United States of America. Counsel for the Brookfield defendants has recently informed Plaintiffs that they have been authorized to accept service for Jim Reid, Denis Turcotte, and Cyrus Madon. Plaintiffs have also effected service on Ingvild Saether and Jan Rune Steinsland but have not yet had any further contact with them or their counsel.

WHEREAS, the complaints in the Actions seek to assert class action claims against the Defendants that are based on the same alleged underlying misconduct;

WHEREAS, because the Actions raise common issues of law and fact, and having one action rather than two actions would promote judicial economy and administrative efficiency, the Actions should be consolidated into one action, bearing the caption *In re Teekay Offshore Partners L.P. Common Unitholders Litigation*, No. 1:19-cv-06483-RA (the “Consolidated Action”);

WHEREAS, Plaintiffs and Defendants both consent to such consolidation into the Consolidated Action;

WHEREAS, the Plaintiffs seek to be appointed as Co-Lead Plaintiffs of the Consolidated Action, and for their counsel Bernstein Litowitz Berger & Grossmann LLP (“BLBG”), Harris St. Laurent LLP (“HS”), and Scott+Scott Attorneys at Law LLP (“S+S”) to be appointed as Co-Lead Counsel of the Consolidated Action, and Defendants take no position on either appointment;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, SUBJECT TO APPROVAL BY THIS COURT, by the parties, through their respective counsel of record, as follows:

1. The above-captioned Actions are consolidated in this Court as *In re Teekay Offshore Partners L.P. Common Unitholders Litigation*, No. 1:19-cv-06483-RA.
2. Plaintiffs J. Deal Partnership I, L.P., Noster Capital Master Fund, Aquamarine Master Fund LP, Steven A. Monosson, and Mark Whiting are appointed as Co-Lead Plaintiffs of the Consolidated Action; and
3. BLBG, HS, and S+S are appointed as Co-Lead Counsel of the Consolidated Action;
4. Co-Lead Plaintiffs shall file a consolidated complaint within twenty (20) days of (i) the granting of this order or (ii) the receipt by Co-Lead Plaintiffs of the election materials

described in Defendant Teekay Offshore Partners L.P.'s October 1, 2019 press release, whichever is later;

5. Within forty-five (45) days of the filing of the consolidated complaint, Defendants will file their response;

6. If Defendants move to dismiss the action, Plaintiffs will file their response to the motion to dismiss within forty-five (45) days of the filing of the motion, and Defendants will file their reply within thirty (30) days from the date of the filing of the response.

DATED: October 24, 2019

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

/s/ David L. Wales

David Wales
Mark Lebovitch
Tamara Gavrilova
1251 Avenue of the Americas
New York, NY 10020
Tel: (212) 554-1400
Fax: (212) 554-1444
DavidW@blbglaw.com
MarkL@blbglaw.com
Tamara.Gavrilova@blbglaw.com

KIRKLAND & ELLIS LLP


Matthew O. Solum, P.C.
Terence Y. Leong
601 Lexington Avenue
New York, NY 10022
Tel: (212) 446-5949
Fax: (212) 446-4900
matthew.solum@kirkland.com
terence.leong@kirkland.com


*Attorneys for Defendants Brookfield Asset
Management, Inc., Brookfield Business Partners,
L.P., Cyrus Madon, Jim Reid, and Denis Turcotte*

HARRIS ST. LAURENT LLP


Jonathan Harris
Joseph Gallagher
40 Wall Street, 53rd Floor
New York, NY 10005
Tel: (212) 397-3370
Fax: (212) 202-6206
jon@sc-harris.com
jgallagher@sc-harris.com

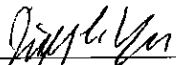
*Attorneys for Plaintiffs J. Deal
Partnership I, L.P., Noster Capital
Master Fund, and Aquamarine Master*

BAKER BOTTS LLP


David Sterling
One Shell Plaza
910 Louisiana St.
Houston, TX 77002
Tel: (713) 229-1946
Fax: (713) 229-7946
david.sterling@bakerbotts.com

Fund LP

**SCOTT+SCOTT ATTORNEYS
AT LAW LLP**



Thomas L. Laughlin, IV

Jing-Li Yu
The Helmsley Building
230 Park Avenue, 17th Floor
New York, New York 10169
Tel: (212) 223-6444
Fax: (212) 223-6334
tlaughlin@scott-scott.com
jyu@scott-scott.com

Geoffrey M. Johnson
**SCOTT+SCOTT ATTORNEYS
AT LAW LLP**

12434 Cedar Road, Suite 12
Cleveland Heights, OH 44106
Telephone: (216) 229-6088
Facsimile: (860) 537-4432
gjohnson@scott-scott.com

*Counsel for Plaintiffs Steven A.
Monosson and Mark Whiting*

Richard B. Harper
30 Rockefeller Plaza
New York, NY 10112
Tel: (212) 408-2675
Fax: (212) 259-2475
richard.harper@bakerbotts.com

*Attorneys for Defendants Teekay Offshore
Partners, L.P., Teekay Offshore GP, LLC, William
Utt, Ian Craig, Craig Laurie, David Lemmon,
Walter Weathers, and Bill Transier*

SO ORDERED this ____ day of _____, 2019.

Ronnie Abrams
United States District Judge